

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
—  
(202) 393-2266  
FAX (202) 393-2156

RECORDATION NO. 23921-C FILED  
MAR 29 '02 3-15 PM  
TS  
SURFACE TRANSPORTATION BOARD  
OF COUNSEL  
URBAN A. LESTER

March 29, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment Regarding Equipment Schedule 01 to Master Lease Agreement, dated as of March 29, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement which is being filed with the Board under Recordation Number 23921.

The names and addresses of the parties to the enclosed document are:

Assignor: Key Equipment Finance  
(a division of Key Corporate Capital, Inc.)  
66 South Pearl Street  
P.O. Box 1865  
Albany, New York 12201-1865

Assignee: PNC Leasing, LLC  
Two PNC Plaza  
620 Liberty Avenue  
Pittsburgh, Pennsylvania 15265

Mr. Vernon A. Williams  
March 29, 2002  
Page 2

A description of the railroad equipment covered by the enclosed document is:

Two hundred and twenty-nine (229) aluminum rotary dump high gondola railcars: within the series EGSX 950001 - EGSX 950231, excluding EGSX 950112 and EGSX 950118.

A short summary of the document to appear in the index is:

Memorandum of Lease Assignment Regarding Equipment Schedule 01 to Master Lease Agreement.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 23921-C FILED

MAR 29 '02 3:16 PM

SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF LEASE ASSIGNMENT  
REGARDING EQUIPMENT SCHEDULE 01  
TO MASTER EQUIPMENT LEASE AGREEMENT

Both dated as of March 29, 2002,

between

KEY EQUIPMENT FINANCE, A DIVISION OF KEY CORPORATE CAPITAL INC.,  
Assignor

and

PNC Leasing, LLC  
Assignee

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Filed with the Surface Transportation Board pursuant to  
**49 U.S.C. § 11301 on March \_\_, 2002, at \_\_\_\_:\_\_\_\_.M**  
**Recordation Number \_\_\_\_\_**

## Memorandum of Lease Assignment

This Assignment of Lease Agreement is made effective as of March 29, 2002, by Key Equipment Finance, a Division of Key Corporate Capital Inc. ("Assignor"), a Michigan corporation, having an address at 66 South Pearl Street, 8<sup>th</sup> Floor, Albany, New York, 12207, to PNC Leasing, LLC, Two PNC Plaza, 13<sup>th</sup> floor, 620 Liberty Avenue, Pittsburgh, Pennsylvania 15222 ("Assignee"), of the Lessor's interest under the Lease described below:

WITNESSETH:

1. Assignor assigned its interest in Equipment Schedule No. 01 under the Lease to Assignee on March 29, 2002, pursuant to Specification dated March 29, 2002, attached hereto as Exhibit 1, to Master Assignment Agreement dated December 28, 1999.
2. All of Assignor's right, title and interest in and to the Lease and its proceeds has been assigned to Assignee.

IN WITNESS WHEREOF, the Lessor hereto has caused this instrument to be signed and sealed by its corporate officer as of the date and year first above written.

Assignor:

KEY EQUIPMENT FINANCE, A DIVISION OF KEY CORPORATE CAPITAL INC.

By: [Signature]

Name: MICHAEL A. WOOD

Title: REGIONAL BUSINESS UNIT MGR.

Assignee:

PNC Leasing, LLC

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By: \_\_\_\_\_

MAR 29 02 3-16 PM

Name: \_\_\_\_\_

**SURFACE TRANSPORTATION BOARD**

Title: Member \_\_\_\_\_ Manager \_\_\_\_\_

[illegible]

On this 28<sup>th</sup> day of March, 2002, before me, a Notary Public in and for the State of New York, personally appeared MICHAEL A. WOOD, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that he/shewas authorized to execute the instrument, and acknowledged it as the REGIONAL BUSINESS UNIT MGR.

# Memorandum of Lease Assignment

This Assignment of Lease Agreement is made effective as of March 29, 2002, by Key Equipment Finance, a Division of Key Corporate Capital Inc. ("Assignor"), a Michigan corporation, having an address at 66 South Pearl Street, 8<sup>th</sup> Floor, Albany, New York, 12207, to PNC Leasing, LLC, Two PNC Plaza, 13<sup>th</sup> floor, 620 Liberty Avenue, Pittsburgh, Pennsylvania 15222 ("Assignee"), of the Lessor's interest under the Lease described below:

WITNESSETH:

1. Assignor assigned its interest in Equipment Schedule No. 01 under the Lease to Assignee on March 29, 2002, pursuant to Specification dated March 29, 2002, attached hereto as Exhibit 1, to Master Assignment Agreement dated December 28, 1999.
2. All of Assignor's right, title and interest in and to the Lease and its proceeds has been assigned to Assignee.

IN WITNESS WHEREOF, the Lessor hereto has caused this instrument to be signed and sealed by its corporate officer as of the date and year first above written.

Assignor:

KEY EQUIPMENT FINANCE, A DIVISION OF KEY CORPORATE CAPITAL  
INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**Assignee:**

PNC Leasing, LLC

By: [Signature]  
Name: John McElrery  
Title: Member ☐ Manager ☒

STATE OF NEW YORK           )  
COUNTY OF ALBANY         ) ss.

On this \_\_\_\_ day of March, 2002, before me, a Notary Public in and for the State of New York, personally appeared \_\_\_\_\_, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person

of Key Equipment Finance, a Division of Key Corporate Capital Inc. to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

James M. Kresge

NOTARY PUBLIC in and for the State of New York, residing at Ches NY

My appointment expires 4/1/02

Print Name James M. Kresge

JAMES M. KRESGE  
Notary Public, State of New York  
No. 01KR505845  
Qualified in Albany County  
Commission Expires April 1, 2002

STATE OF PENNSYLVANIA )

) ss.

COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_\_ day of March, 2002, before me, a Notary Public in and for the State of Pennsylvania, personally appeared \_\_\_\_\_, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that he/she was authorized to execute the instrument, and acknowledged it as the \_\_\_\_\_ of \_\_\_\_\_ to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

\_\_\_\_\_  
NOTARY PUBLIC in and for the State of Pennsylvania, residing at \_\_\_\_\_

My appointment expires \_\_\_\_\_

Print Name \_\_\_\_\_

who executed this instrument, on oath stated that he/she was authorized to execute the instrument, and acknowledged it as the \_\_\_\_\_ of Key Equipment Finance, a Division of Key Corporate Capital Inc. to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

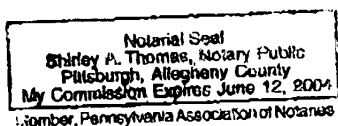
NOTARY PUBLIC in and for the State of New York, residing at \_\_\_\_\_  
My appointment expires \_\_\_\_\_  
Print Name \_\_\_\_\_

STATE OF PENNSYLVANIA )  
 ) ss.  
COUNTY OF Allegheny )

On this 29<sup>TH</sup> day of March, 2002, before me, a Notary Public in and for the State of Pennsylvania, personally appeared John McEnery, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that he/she was authorized to execute the instrument, and acknowledged it as the Vice President of ENC Leasing LLC to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

Shirley A. Thomas  
NOTARY PUBLIC in and for the State of Pennsylvania, residing at Pittsburgh  
My appointment expires June 12, 2004  
Print Name SHIRLEY A. THOMAS



Schedule 1

EQUIPMENT DESCRIPTION

Lease: Equipment Schedule No 01 dated as of March 29, 2002, to Master Equipment Lease Agreement Dated as of March 29, 2002.

Lessor: KEY EQUIPMENT FINANCE, A DIVISION OF KEY CORPORATE CAPITAL INC.

Lessee: ENTERGY GULF STATES, INC.

1	Aluminum rotary dump high gondola railcar	EGSX950001
1	Aluminum rotary dump high gondola railcar	EGSX950002
1	Aluminum rotary dump high gondola railcar	EGSX950003
1	Aluminum rotary dump high gondola railcar	EGSX950004
1	Aluminum rotary dump high gondola railcar	EGSX950005
1	Aluminum rotary dump high gondola railcar	EGSX950006
1	Aluminum rotary dump high gondola railcar	EGSX950007
1	Aluminum rotary dump high gondola railcar	EGSX950008
1	Aluminum rotary dump high gondola railcar	EGSX950009
1	Aluminum rotary dump high gondola railcar	EGSX950010
1	Aluminum rotary dump high gondola railcar	EGSX950011
1	Aluminum rotary dump high gondola railcar	EGSX950012
1	Aluminum rotary dump high gondola railcar	EGSX950013
1	Aluminum rotary dump high gondola railcar	EGSX950014
1	Aluminum rotary dump high gondola railcar	EGSX950015
1	Aluminum rotary dump high gondola railcar	EGSX950016
1	Aluminum rotary dump high gondola railcar	EGSX950017
1	Aluminum rotary dump high gondola railcar	EGSX950018
1	Aluminum rotary dump high gondola railcar	EGSX950019
1	Aluminum rotary dump high gondola railcar	EGSX950020
1	Aluminum rotary dump high gondola railcar	EGSX950021
1	Aluminum rotary dump high gondola railcar	EGSX950022
1	Aluminum rotary dump high gondola railcar	EGSX950023
1	Aluminum rotary dump high gondola railcar	EGSX950024
1	Aluminum rotary dump high gondola railcar	EGSX950025
1	Aluminum rotary dump high gondola railcar	EGSX950026
1	Aluminum rotary dump high gondola railcar	EGSX950027
1	Aluminum rotary dump high gondola railcar	EGSX950028
1	Aluminum rotary dump high gondola railcar	EGSX950029
1	Aluminum rotary dump high gondola railcar	EGSX950030
1	Aluminum rotary dump high gondola railcar	EGSX950031
1	Aluminum rotary dump high gondola railcar	EGSX950032
1	Aluminum rotary dump high gondola railcar	EGSX950033
1	Aluminum rotary dump high gondola railcar	EGSX950034
1	Aluminum rotary dump high gondola railcar	EGSX950035
1	Aluminum rotary dump high gondola railcar	EGSX950036



[illegible]

[illegible]

[illegible]

[illegible]

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 3/29/02

  
\_\_\_\_\_  
Robert W. Alvord